

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

	) Chapter 11
In re:	)
	) Case No. 17-3309
MARBLES HOLDINGS, LLC, et al.,	) Jointly Administered
	)
Debtors.	) Honorable Timothy A. Barnes
	)
	) Hearing Date: October 2, 2018
	) Time: 10:00 a.m.

## NOTICE OF OBJECTION AND HEARING

**PLEASE TAKE NOTICE** that on October 2, 2018 at 10:00 a.m., the undersigned shall appear before the Honorable Timothy A. Barnes or whomever may be sitting in his place and stead, in Courtroom 744 in the Dirksen Federal Building, 219 South Dearborn Street, Chicago, Illinois, and will then and there present the *Objection to Superseded Scheduled Claims of AMPR Marbles Investors, LLC and AMZAK Capital Management, LLC* (the “Objection”), a copy of which is attached hereto and herewith served upon you.

The Objection seeks the entry of an order disallowing and expunging certain scheduled claims (the “Claims”). YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND BY ANY FURTHER OBJECTION THAT MAY BE FILED AGAINST YOUR CLAIMS.

If you have any questions about this notice or the Objection to your claim, please contact Pachulski Stang Ziehl & Jones, Attn: Shirley S. Cho, Esq. (scho@pszjlaw.com). **If you disagree with this Objection, you may file a response to the Objection or appear at the hearing. If you do not file a response to the Objection or appear at the hearing, the relief requested in the Objection may be granted without further notice.**

Dated: August 31, 2018

LEWIS BRISBOIS BISGAARD & SMITH LLP

/s/ Richard S. Lauter  
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and

PACHULSKI STANG ZIEHL & JONES LLP  
Bradford S. Sandler (*admitted pro hac vice*)  
Shirley S. Cho (*admitted pro hac vice*)  
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In re:  MARBLES HOLDINGS, LLC, et al.,  Debtors.	) Chapter 11 ) ) Case No. 17-3309 ) Jointly Administered ) ) Honorable Timothy A. Barnes ) ) Hearing Date: October 2, 2018 ) Time: 10:00 a.m.
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**CERTIFICATE OF SERVICE**

I, Richard S. Lauter, an attorney, hereby certify that on August 31, 2018, I caused a true and correct copy of the foregoing *Notice of Hearing* and *Objection to Superseded Scheduled Claims of AMPR Marbles Investors, LLC and AMZAK Capital Management, LLC*, to be filed with the Court and served upon the following parties by the manners listed.

/s/ Richard S. Lauter \_\_\_\_\_

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<i>AMZAK CAPITAL MANAGEMENT, LLC</i> Successor in interest to Siena Lending Group LLC 980 North Federal Highway Suite 315 Boca Raton, FL 33432	<i>AMZAK CAPITAL MANAGEMENT, LLC</i> Holland & Knight LLP Attn: Richard Bixter 131 S. Dearborn 30 <sup>th</sup> Fl. Chicago, IL 60603
<i>AMPR Marbles Investors, LLC</i> c/o Amzak Capital Management, LLC 980 North Federal Highway Suite 315 Boca Raton, FL 33432	<i>SPIN MASTER, LTD</i> Dan McGuire, Esq. Winston & Strawn LLP 35 W. Wacker Drive Chicago, IL 60601-9703

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## OBJECTION TO SUPERSEDED SCHEDULED CLAIMS OF AMPR MARBLES INVESTORS, LLC AND AMZAK CAPITAL MANAGEMENT, LLC

The Creditor Trust (“Trust”) of Marbles Holdings, LLC and its affiliates (Case No. 17-03309) (the “Debtors”) files this objection (the “Objection”) for entry of an order disallowing and expunging the claims of AMPR Marbles Investors, LLC (“AMPR”) and AMZAK Capital Management, LLC (“AMZAK”) scheduled by the Debtors (the “Claims”) on Schedule D of their Schedules of Assets and Liabilities. In further support of the Objection, the Trust respectfully states as follows:

## **Jurisdiction and Venue**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory and rule-based predicates for the relief requested herein are sections 105(a) and 502 of title 11 of the United States Code (11 U.S.C. §§ 101 et seq., the “Bankruptcy Code”), rules 3001(e)(2), 3007 and 9014 of the Federal Rules of Bankruptcy Procedure and rules 3007-1 and 5005-3(C) of the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois.

## **Background**

### **A. General Background**

4. On February 3, 2017 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code, commencing the above-captioned jointly administered cases (the “Chapter 11 Cases”).

5. On July 27, 2017, the Debtors filed their *Joint Liquidating Plan* [Docket No. 361] (the “Plan”). On August 30, 2017, the Court entered an *Order Approving Disclosure Statement and Confirming Joint Liquidating Plan* [Docket No. 390]. The Plan became effective on September 29, 2017. Pursuant to the terms of the Plan and Order, the Trust was created to liquidate and administer certain claims for the benefit of the Trust beneficiaries.

### **B. The Claims**

6. On February 24, 2017, Marbles LLC filed its Schedules of Assets and Liabilities listing the Claims on Schedule D in its bankruptcy case [Docket No. 23], on account of “secured financing.”

7. On February 24, 2017, Marbles Holdings, LLC filed its Schedules of Assets and Liabilities listing the Claims on Schedule D in its bankruptcy case [Docket No. 130], on account of “secured financing”.

8. On May 26, 2017, Spin Master, Ltd. (“Spin Master”), as successor-in-interest to AMPR and AMZAK, filed three separate proofs of claim, one against each Debtor, identified as claim numbers 210, 211 and 212 (the “Spin Master Claims”), each alleging a secured indebtedness in the amount of \$15,518,651.80. The Spin Master Claims state on the face of the Spin Master Claims that Spin Master acquired the Spin Master Claims from AMPR and AMZAK.

9. Pursuant to Article IV of the Plan, the Spin Master Claims were satisfied. Accordingly, on March 16, 2018, Spin Master and the Trust entered into that certain *Stipulation Withdrawing Claim Nos. 210, 211 and 212 filed by Spin Master, Ltd.*, [Docket No. 448] (the “Spin Master Stipulation”) whereby Spin Master agreed to withdraw the Spin Master Claims.

**Relief Requested**

10. The Trust has determined that the Claims have been amended and superseded by the Spin Master Claims, which were then subsequently withdrawn by the Spin Master Stipulation. Accordingly, to prevent an unwarranted distribution on account of the Claims to the detriment of other creditors, the Trust requests that the Court disallow and expunge the Claims in their entirety.

**Response to Objection**

11. To contest an objection, AMPR and/or AMZAK must file and serve a written response to this Objection (a “Response”) so that it is received in advance of the hearing set for October 2, 2018 at 10:00 a.m. (the “Response Deadline”). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the Northern District of Illinois, Everett McKinley Dirksen Building, 219 South Dearborn Street, Chicago, and served upon counsel for the Trust, so that the Response is received no later than the Response Deadline, at the following address:

Pachulski Stang Ziehl & Jones LLP  
Attn: Shirley S. Cho, Esq.  
10100 Santa Monica Blvd., 13<sup>th</sup> Floor  
Los Angeles, CA 90067

and

Lewis Brisbois Bisgaard & Smith LLP  
Attn: Richard S. Lauter, Esq.  
55 West Adams Street  
Chicago, IL 60661

12. Every Response to the Objection must contain at a minimum the following information:
- a. a caption setting forth the name of the Court, the names of the Debtors, the lead case number in the Chapter 11 Cases, and the title of the Objection to which the Response is directed;
  - b. the name of the Claimant, his/her/its claim number, and a description of the basis for the amount of the claim;
  - c. the specific factual basis and supporting legal argument upon which the party will rely in opposing the Objection;
  - d. any supporting documentation, to the extent it was not included with the proof of claim previously filed with the clerk or claims agent, upon which the party will rely to support the basis for and amounts asserted in the proof of claim; and
  - e. the name, address, telephone number, and fax number of the person(s) (which may be the Claimant or the Claimant's legal representative) with whom counsel for the Trust should communicate with respect to the claim or the Objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the disputed claim on behalf of the claimant.

13. If AMPR and/or AMZAK fail to file and serve a Response by the Response Deadline, the Trust may present to the Court an appropriate order disallowing the Claims, without further notice to AMPR and/or AMZAK or a hearing.

**Reservation of Rights**

14. The Trust hereby reserves its rights to amend, modify, and/or supplement this Objection and to file additional objections to the Claims referred to herein or to any other claims or proofs of claim (filed or not) that may be asserted by the holders of the Claims against the Debtors. A separate notice and hearing will be scheduled for any such objection. Should the



grounds of objection specified herein be overruled or withdrawn, wholly or in part, the Trust reserves the right to object to the Claims on any other ground which the Trust may discover or deem appropriate.

**Notice**

15. Notice of the filing of this Objection and the Objection has been provided to: (a) the Office of the United States Trustee for the Northern District of Illinois; (b) AMPR, and its counsel, if any; (c) AMZAK, and its counsel, if any; and (d) all parties who have requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Trust submits that no further notice is required or needed under the circumstances.

**Conclusion**

16. For all of the foregoing reasons, the Trust respectfully requests the entry of the Proposed Order disallowing and expunging the Claims and granting such other and further relief as this Court deems just and proper.

Dated: August 31, 2018

LEWIS BRISBOIS BISGAARD & SMITH LLP

*/s/ Richard S. Lauter*

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